

WC 08-16

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DEC 27 2007

Please Date Stamp & Return

Brett P. Ferenchak
brett.ferenchak@bingham.com

December 28, 2007

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Joint Application of Citynet, LLC, Transferor, Citynet Fiber Network, LLC, Licensee, and Zayo Bandwidth, Inc., Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules to Complete a Transfer of Control of Citynet Fiber Network, LLC, an Authorized Domestic Section 214 Carrier, to Zayo Bandwidth, Inc.

Dear Ms. Dortch:

On behalf of Citynet, LLC ("Citynet"), Citynet Fiber Network, LLC ("CFN"), and Zayo Bandwidth, Inc. ("Transferee") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority for the transfer of control of CFN from Citynet to Transferee.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,


Brett P. Ferenchak

Counsel for Zayo Bandwidth, Inc.

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

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A/72364015.1

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145		SPECIAL USE ONLY FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Brett Ferenchak			
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Citynet Fiber Network, LLC			
(14) STREET ADDRESS LINE NO. 1 One West Third Street			
(15) STREET ADDRESS LINE NO. 2 Suite 1600			
(16) CITY Tulsa		(17) STATE OK	(18) ZIP CODE 74103
(19) DAYTIME TELEPHONE NUMBER (include area code) (918) 295-7029		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0009-7275-12		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>M. Renee Britt</u> DATE <u>12/28/2007</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <u>X</u> AMEX _____ DISCOVER _____ ACCOUNT NUMBER <u>REDACTED</u> EXPIRATION DATE <u>REDACTED</u> I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE <u>Renee Britt</u> DATE <u>12/28/2007</u>			

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 2 of 3

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Citynet, LLC

(14) STREET ADDRESS LINE NO. 1

113 Platinum Drive, Suite B

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Bridgeport

(17) STATE

WV

(18) ZIP CODE

26330

(19) DAYTIME TELEPHONE NUMBER (include area code)

(800) 903-8906

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0014-2815-62

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 3 of 3

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Zayo Bandwidth, Inc.

(14) STREET ADDRESS LINE NO. 1

950 Spruce Street, Suite 1A

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Louisville

(17) STATE

CO

(18) ZIP CODE

80027

(19) DAYTIME TELEPHONE NUMBER (include area code)

(303) 381-4664

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0016-5558-49

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)

Citynet, LLC, Transferor,)
Citynet Fiber Network, LLC, Licensee,)

and)

Zayo Bandwidth, Inc., Transferee,)

WC Docket No. 07-_____

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Section 63.04 of the)
Commission's Rules to Complete a Transfer of)
Control of Citynet Fiber Network, LLC, an)
Authorized Domestic Section 214 Carrier, to)
Zayo Bandwidth, Inc.)
_____)

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Citynet, LLC ("Citynet" or "Transferor"), Citynet Fiber Network, LLC ("CFN" or "Licensee"), and Zayo Bandwidth, Inc. ("Zayo" or "Transferee") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully request Commission approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Zayo will acquire control of Licensee, a non-dominant carrier holding authority from the Commission to provide interstate telecommunications services.

Although the proposed transaction will result in a change in the ultimate ownership of Licensee, no transfer of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Licensee will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, although the name of Licensee will change, this transaction will have no effect on the rates, terms and conditions of service of the customers of Licensee.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Citynet Fiber Network, LLC

CFN is a Delaware limited liability company with principal offices at One West Third Street, Suite 1300, Tulsa, OK 74103. CFN is currently a wholly owned subsidiary of Citynet, a West Virginia limited liability company with principal offices at 113 Platinum Drive, Suite B, Bridgeport, WV 26330. Citynet operates as an integrated communications provider that, through

various subsidiaries including CFN, provides telecommunications services to wholesale and retail customers. CFN comprises Citynet's wholesale division.

CFN provides next-generation wholesale bandwidth services and is uniquely focused on underserved Tier 2 and Tier 3 markets. CFN was an early implementer of a next-generation optical network architecture based on photonic integrated circuits establishing an advanced, scalable and cost effective regional carrier network. CFN currently provides high-end bandwidth solutions to points-of-presence in over 60 markets and leverages over 30 dedicated interconnection facilities that serve carriers, carrier hotels, and key data switching centers.

B. Zayo Bandwidth, Inc.

Zayo is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC ("CII" and together with Zayo, the "Company"), a Delaware limited liability company. Zayo and CII have a principal office located at 950 Spruce Street, Suite 1A, Louisville, Colorado 80027. The Company was organized to acquire and support long-term development of fiber-based bandwidth solutions-oriented businesses and has made a number of acquisitions to further that business plan. Specifically, the Company has recently completed acquisitions of: (1) Memphis Networkx, LLC (now known as Zayo Bandwidth Tennessee, LLC) ("Zayo-TN");¹ (2) PPL Telcom, LLC (now known as Zayo Bandwidth Northeast, LLC) ("Zayo-NE") and PPL Prism, LLC (now know as Zayo Bandwidth Northeast Sub, LLC) ("Zayo-NE Sub");² (3) Indiana Fiber Works LLC (now known as Zayo Bandwidth Indiana, LLC) ("Zayo-IN");³ and (4) Onvoy, Inc. and Minnesota Independent Equal Access Corporation (together,

¹ Memphis Networkx, LLC is a provider of intrastate communications services in Tennessee. The acquisition of Memphis Networkx, LLC by Zayo was completed on July 31, 2007.

² The acquisition of Zayo-NE and Zayo-NE Sub by Zayo was completed on August 24, 2007. The Commission approved the transfer of control in WC Docket No. 07-132 and IB File No. ITC-T/C-20070620-00239.

³ The acquisition of Zayo-IN was completed on September 28, 2007. The Commission approved the transfer of control in WC Docket No. 07-159; IB File No. ITC-T/C-20070725-00295.

“Onvoy”).⁴ The acquisition of Licensee will further enable the Company to achieve its business plan. The Company has the technical, managerial, and financial qualifications to acquire control of Licensee. The Company is operated by a highly qualified management team, all of whom have extensive backgrounds in the telecommunications industry.

C. Section 214 Authorizations

Citynet operates its integrated communications business through various subsidiaries and, therefore, does not directly hold any domestic or international Section 214 authority. CFN holds blanket domestic Section 214 authority to provide interstate telecommunications service pursuant to 47 C.F.R. § 63.01. CFN does not hold international Section 214 authority. In addition to CFN, Citynet owns Citynet Holdings, LLC, and Citynet Holdings is the parent company of Citynet West Virginia, LLC, Citynet Ohio, LLC, Citynet Pennsylvania, LLC, Citynet Indiana, LLC and Citynet Kentucky, LLC, which hold international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20030509-00233.

Similarly, Zayo operates its integrated communications business through various subsidiaries and, therefore, does not directly hold any domestic or international Section 214 authority. The following subsidiaries of Zayo hold Section 214 authority:

Zayo-NE is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20020103-00004 (Jan. 23, 2002).

Zayo-NE Sub is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Zayo-NE Sub does not provide international services.

Zayo-IN is authorized to provide interstate service by virtue of blanket domestic

⁴ The acquisition of Onvoy was completed on November 7, 2007. The Commission approved the transfer of control in WC Docket No. 07-222 and IB File No. ITC-T/C-20070905-00361.

Section 214 authority. 47 C.F.R. § 64.01. Zayo-IN also holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service granted in IB File No. ITC-214-20060523-00284 (June 15, 2006).

Onvoy is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 64.01. Onvoy also holds international Section 214 authority (1) to provide global resale services granted in IB File No. ITC-214-19970722-00425 (old IB File No. ITC-97-452) and (2) to operate as a facilities-based carrier by constructing and operating a fiber optic telecommunications facility between the United States and Canada granted in IB File No. IB File No. ITC-214-19971205-00766 (old IB File No. ITC-97-769).⁵

MIEAC holds Section 214 authority to lease transmission facilities to provide CEA service to interexchange carriers. See File No. W-P-C6400 (August 22, 1990).

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Membership Unit Purchase Agreement dated as of December 7, 2007, by and among Zayo, CFN, and Citynet (the "Agreement"), Zayo will acquire from Citynet all of its membership interests in CFN. As a result of the transaction, Zayo will directly own and control CFN. For the Commission's convenience, a chart of the pre- and post-transaction corporate structure of Applicants is provided as Exhibit A. Upon completion of the transaction, CFN will become part of Zayo Bandwidth, the Company's fiber-based bandwidth business unit ("Zayo Bandwidth").

Immediately following the consummation of the proposed transaction, the Licensee will continue to offer service with no change in the rates or terms and conditions of service. Within 45 days after completing of the transaction, and following notices to customers, Licensee will change its name to a name selected by Zayo. The name will be consistent with the "Zayo Bandwidth" brand.⁶ There will be no interruption or disruption of service to customers and,

⁵ The international Section 214 authorizations were originally granted to Minnesota Independent Interexchange Corporation, which subsequently merged into its parent company Onvoy, Inc. (f/k/a Minnesota Equal Access Network Services). See IB File No. ITC-ASG-20070913-00379.

⁶ Licensee will file a letter indicating its new name once the name change is completed. In

except for the name change, the transfer of control of Licensee will be seamless and transparent to customers. Future changes in the rates, terms and conditions of service to Licensee's customers, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements and Licensee's contract obligations.

IV. INFORMATION REQUIRED BY SECTION 63.04(a)

Pursuant to Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for domestic Section 214 authority:

(a)(1) Name, address and telephone number of each Applicant:

Transferor

Citynet, LLC
113 Platinum Drive, Suite B
Bridgeport, WV 26330
(800) 903-8906

FRN: 0014281562

Licensee:

Citynet Fiber Network, LLC
One West Third Street
Suite 1600
Tulsa, OK 74103
(918) 295-7029

FRN: 0009727512

Transferee:

Zayo Bandwidth, Inc.
950 Spruce Street, Suite 1A
Louisville, CO 80027
(303) 381-4664

FRN: 0016555849

(a)(2) Jurisdiction of Organizations:

Transferor: Citynet is a limited liability company formed under the laws of West Virginia.

Licensee: CFN is a limited liability company formed under the laws of Delaware.

addition, Licensee will provide its customers notice of the name change.

Transferee: Zayo is a corporation formed under the laws of Delaware.

(a)(3) Correspondence concerning this Application should be sent to:

For Zayo:

Jean L. Kiddoo
Brett P. Ferenczak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6697 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
brett.ferenczak@bingham.com

With copies to:

Scott E. Beer
General Counsel
Zayo Bandwidth, Inc.
950 Spruce Street, Suite 1A
Louisville, CO 80027
(303) 381-4664 (Tel)
(303) 226-5923 (Fax)
sbeer@zayo.com

For Transferor and Licensee:

Jeffrey A. Ray
General Counsel
Citynet, LLC
113 Platinum Drive, Suite B
Bridgeport, WV 26330
(304) 848-5420 (Tel)
(304) 848-5410 (Fax)
Jeff.Ray@citynet.net

(a)(4) The following entities will hold, directly or indirectly, a 10% or greater interest⁷ in CFN and Transferee as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Ownership of CFN:

- 1) The following entity will hold a ten percent (10%) or greater direct interest in Citynet Fiber Network, LLC:

Name:	Zayo Bandwidth, Inc.
Address:	950 Spruce Street, Suite 1A Louisville, CO 80027
Citizenship:	U.S.
Principal Business:	Telecommunications Services
% Interest:	100% (directly in CFN)

⁷ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Pre- and Post-Transaction Ownership of Transferee:

- 1) The following entity currently holds and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater direct interest in **Zayo Bandwidth, Inc.**:

Name: Communications Infrastructure Investments, LLC⁸
Address: 950 Spruce Street, Suite 1A
Louisville, CO 80027
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100%

- 2) The following entities and individuals currently hold and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater, direct or indirect, interest in **Communications Infrastructure Investments, LLC (CII)**:

Name: Oak Investment Partners XII, Limited Partnership
("Oak Investment XII")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (directly in CII)

Name: Oak Associates XII, LLC ("Oak Associates")
Address: 525 University Avenue, Suite 1300
Palo Alto, CA 94301
Citizenship: U.S.
Principal Business: Investments
% Interest: 27.2% (indirectly as general partner of Oak Investment XII)

The following individuals are the executive managing members of Oak Associates, are all U.S. citizens, and can be reached through Oak Associates:

Bandel L. Carano
Edward F. Glassmeyer
Ann H. Lamont
Fredric W. Harman

⁸ Zayo is in the process of inserting a new holding company, Zayo Bandwidth Holdings, Inc., between Zayo and CII. Zayo and CII notified the Commission of this intra-corporate transaction by letter filed November 19, 2007, which is attached as Exhibit B.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Oak Investments XII.

Name: M/C Venture Partners VI, L.P. ("MCVP VI")
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investments
% Interest: 26.4% (directly in CII)

Name: M/C VP VI, L.P.
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 26.4% (indirectly as the general partner of MCVP VI)

Name: M/C Venture Partners, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 26.4% (indirectly as the general partner of M/C VP VI, L.P.)

The following individuals are the managing members of M/C Venture Partners, LLC, are all U.S. citizens, and can be reached through M/C Venture Partners, LLC:

James F. Wade
David D. Croll
Matthew J. Rubins
John W. Watkins
John Van Hooser

Mr. Wade and Mr. Croll are also two of the five managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through MVCP VI.

Name: Columbia Capital Equity Partners IV (QP), L.P.
("Columbia Capital IV")
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investments
% Interest: 24.0% (directly in CII)

Name: Columbia Capital IV, LLC
Address: 201 N. Union Street, Suite 300
Alexandria, VA 22314
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 27.2% (indirectly in CII as the general partner of (i) Columbia Capital Equity Partners IV, L.P. which is the general partner of both Columbia Capital IV and Columbia Capital Equity Partners IV (QPCO), L.P. (3.0% direct interest in CII) and (ii) of Columbia Capital Employee Investors IV, L.P. (0.2% direct interest in CII))

The following individuals are the managing members of Columbia Capital IV, LLC, are all U.S. citizens, and can be reached through Columbia Capital IV, LLC

James B. Fleming, Jr.
R. Philip Herget, III
Harry F. Hopper III

To the Company's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in the Company through Columbia Capital IV or Columbia Capital IV, LLC.

Name: Battery Ventures VII, L.P. ("Battery Ventures VII")
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investments
% Interest: 10.7% (directly in CII)

Name: Battery Partners VII, LLC
Address: Reservoir Woods
930 Winter Street, Suite 2500
Waltham, MA 02451
Citizenship: U.S.
Principal Business: Investment Management
% Interest: 10.8% (indirectly in CII as general partner
of Battery Ventures VII and managing
member of Battery Investment Partners VII,
LLC (0.2% direct interest in CII))

The following individuals are Managing Members of Battery Partners VII, LLC, are all U.S. citizens, and can be reached through Battery Partners VII, LLC:

Tom Crotty (Executive Managing Member)
Rick Frisbie
Ken Lawler
Morgan Jones
Scott Tobin
Dave Tabors
Mark Sherman
Roger Lee

Tom Crotty has been designated as the Executive Managing Member by the Managing Members, and is responsible for the day to day management of the Battery Partners VII, LLC.

To the Company's knowledge, no other person or entity, directly or indirectly, owns or control a 10% or more interest in the Company through Battery Ventures VII.

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Zayo through CII.

(a)(5) Applicants certify that no Applicant is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) (i) CFN provides wholesale bandwidth services in Georgia, Illinois, Indiana, Kentucky, Michigan, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia. Citynet Virginia, LLC, a subsidiary of CFN, provides intrastate wholesale bandwidth services in Virginia.

(ii) Zayo does not provide telecommunications services in any state. However, as stated above, Zayo currently controls Zayo-TN, Zayo-NE and Zayo-NE Sub, Zayo-IN, and Onvoy, all of which provide telecommunications services. Zayo-TN provides intrastate telecommunications services in Tennessee. Zayo-NE and Zayo-NE Sub provide competitive local exchange and/or interexchange services in District of Columbia, Maryland, New Jersey, New York, Pennsylvania, and Virginia. Zayo-IN provides telecommunications services in Indiana and dark fiber services in Illinois, Indiana, and Ohio. Onvoy provides competitive local exchange services in Iowa, Minnesota, North Dakota and Wisconsin and interexchange services in Iowa, Minnesota, Nebraska, North Dakota, South Dakota and Wisconsin. MIEAC provides centralized equal access services in Minnesota and North Dakota.

(iii) Through MCVP VI, the Company is currently affiliated with (1) PRWireless, Inc., a fixed wireless provider, (2) Airband Communications, Inc., a fixed wireless provider, and (3) CSDRS, LLC, a video relay services provider.

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C

Partners IV”), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation (“CTC”) and M/C Partners V holds approximately a 29.99% voting ownership interest in CTC. In turn, CTC, a Delaware corporation, owns 100% of Cavtel Holdings, LLC (“Cavtel”), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;

- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;
- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and
- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;
- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;

- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.

(iv) Through Columbia Capital IV, the Company is currently affiliated with (1) PRWireless, LLC, a fixed wireless provider, (2) CCTV Wireless, a spectrum holding entity, (3) New Global Telecom, Inc., wholesaler of managed VoIP services to communications services providers, (4) Triad AWS, LLC, a spectrum holding entity, and (5) Horizon Wi-Com, LLC, a spectrum holding entity.

(v) To the Company's knowledge, the Company is not affiliated with any other telecommunications carriers.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Licensee does not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

(a)(12) Applicants submit that the transaction described herein will serve the public interest. Under new ownership, Licensee will continue to provide high-quality telecommunications services to consumers, while gaining access to the additional resources and operational expertise of the Company. The transfer of control, therefore, will give Licensee the ability to become a stronger competitor, to the ultimate benefit of consumers. Licensee's network complements Zayo Bandwidth's existing metro and regional networks and the acquisition will increase Zayo Bandwidth's existing fiber footprint in the Mid-Atlantic and Midwest regions, giving the combined companies greater market depth and breadth as a result of the transaction. As a result, the transaction will strengthen Zayo's ability to compete with other, much larger fiber providers in the region to the benefit of consumers and the telecommunications marketplace.

The transfer of control of Licensee will not result in a change of carrier for customers or any assignment of authorizations. Further, the rates, terms and conditions of services currently provided by Licensee to its customers will not change as a result of the transaction. As described above, following consummation of the proposed transaction and after appropriate notices to customers, the name of Licensee will change to reflect the "Zayo Bandwidth" brand. Otherwise, the transaction will be seamless and transparent to customers and Licensee will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Citynet Fiber Network, LLC.

Respectfully submitted,



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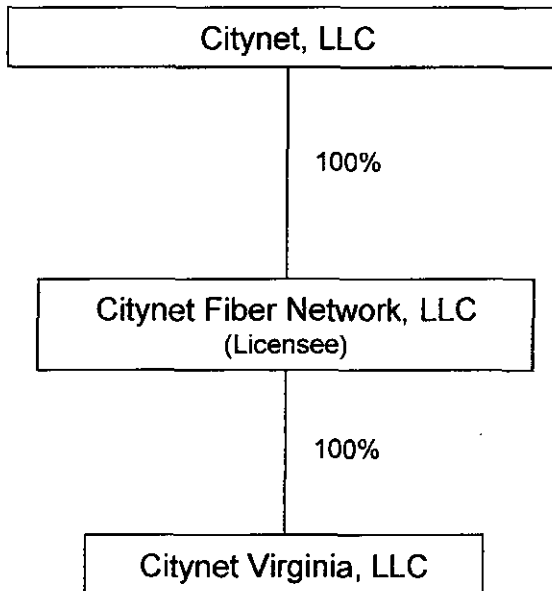
Counsel for Zayo Bandwidth, Inc.

Dated: December 28, 2007

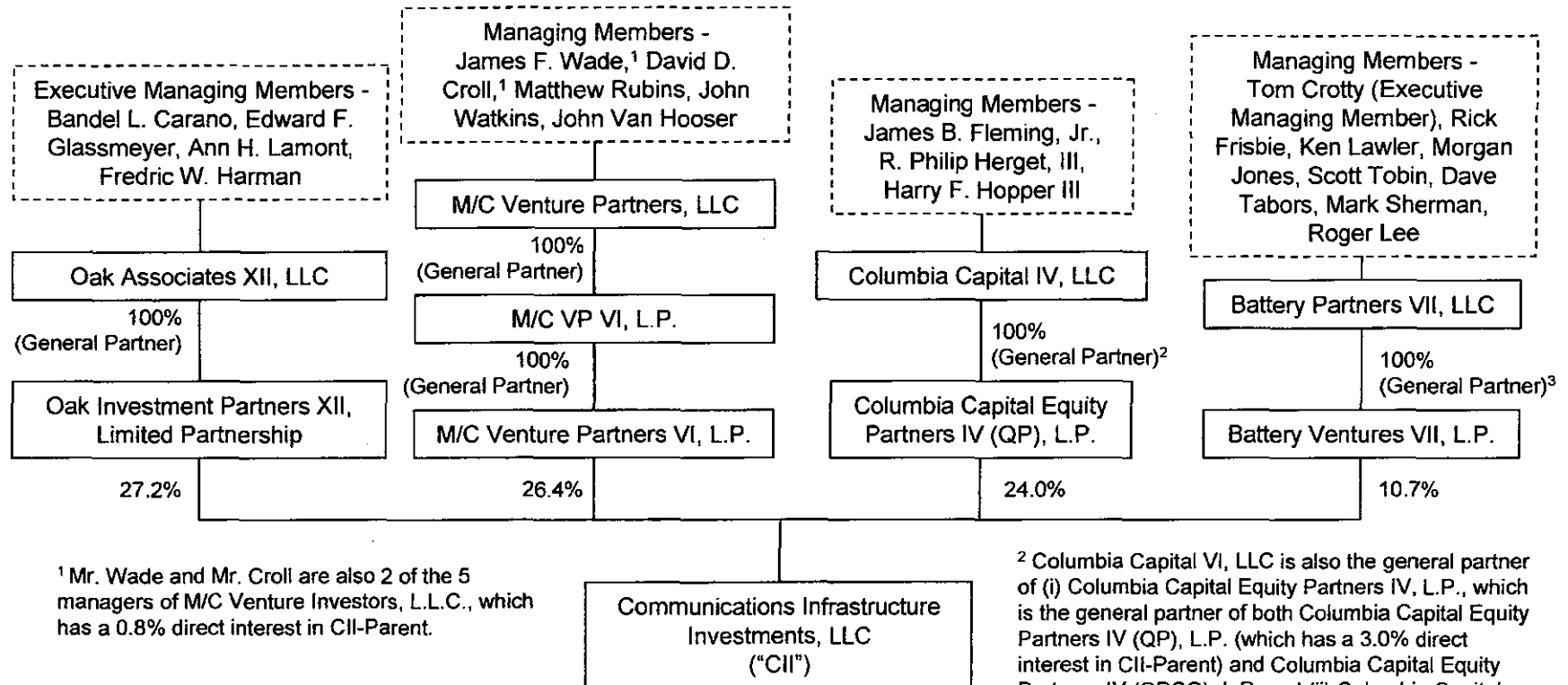
EXHIBIT A

Pre- and Post-Transaction Corporation Structure Chart

Pre-Transaction Corporate Structure of Licensee



Pre- and Post-Transaction Corporate Structure of CII



¹ Mr. Wade and Mr. Croll are also 2 of the 5 managers of M/C Venture Investors, L.L.C., which has a 0.8% direct interest in CII-Parent.

² Columbia Capital VI, LLC is also the general partner of (i) Columbia Capital Equity Partners IV, L.P., which is the general partner of both Columbia Capital Equity Partners IV (QP), L.P. (which has a 3.0% direct interest in CII-Parent) and Columbia Capital Equity Partners IV (QPCO), L.P. and (ii) Columbia Capital Employee Investors IV, L.P., which has a 0.2% direct interest in CII-Parent.

³ Battery Partners VII, LLC is also the managing member of Battery Investment Partners VII, LLC, which holds a 0.2% direct interest in CII-Parent.

Post-Transaction Corporate Structure of Licensee

